



FAIRCHEM SPECIALITY LIMITED

(Formerly known as **ADI FINECHEM LIMITED**)

Regd. Office: 324, Dr. D.N. Road, Fort, Mumbai - 400 001, INDIA

Corporate Office: 1st Floor, 2, Sigma Corporates, B/h H.O.F. Living, Sindhu Bhavan Road, Off. S. G. Road, Ahmedabad-380 059. Gujarat, India

Ph.: (079) 29701675 Email: info@fairchem.in

Website: <http://www.fairchem.in> **CIN:** L15140MH1985PLC286828

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company seeks approval of members, through postal ballot in respect of the following resolution(s) appended below. The explanatory statement pursuant to Section 102 of the Act and pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

The Company is also pleased to offer e-voting facility as an alternative to the members which would enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the postal ballot notice.

Members desiring to exercise their vote by postal ballot are requested to carefully read and follow the instructions printed in the postal ballot form, record your assent (for) or dissent (against) therein and return the same, duly completed, in original in the attached pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 22nd January, 2017 to be eligible for being considered, failing which, it will be considered that no reply has been received from the member.

Upon completion of the e-voting process and the scrutiny of postal ballot forms, the Scrutinizer will submit his report to the Chairman or any other Director authorised by Board of Directors. The result of the postal ballot would be announced by the Chairman or any other Director as authorised by Chairman of the Company on or before 25th January, 2017 at the corporate office of the Company. The said results will be displayed on the notice board of the Company at the registered office and corporate office of the Company and on the Company's website viz. www.fairchem.in and CDSL website www.evotingindia.com along with the Scrutinizer's report. The result will also be communicated to the stock exchanges on which the Company's shares are listed.

By Order of the Board of Directors,

For FAIRCHEM SPECIALITY LIMITED,

Sd/-

Rajen Jhaveri

Chief Financial Officer & Company Secretary

M. No.: ACS 6615

Registered Office:

324, Dr. D. N. Road, Fort,

Mumbai – 400 001,

Maharashtra.

Date: 20th December, 2016



FAIRCHEM SPECIALITY LIMITED

PROPOSED RESOLUTION:

SPECIAL BUSINESS:

Item No. 1. – Re-classification of Bimalbhai Dashrathbhai Parikh and Hemantbhai Navinchandra Shah as ‘public shareholders’

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of all applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded for re-classification of the following promoters of the Company as ‘public shareholders’ of the Company:

- (a) Bimalbhai Dashrathbhai Parikh; and
- (b) Hemantbhai Navinchandra Shah.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts and the reasons for the proposed resolution is annexed herewith.
2. The Board of Directors on 20th December, 2016 has appointed Mr. Uday Dave of M/s. Parikh Dave & Associates, Practising Company Secretaries, (Membership No. FCS 6545, Certificate of Practice No 7158), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/list of beneficial owners maintained by the Depositories i.e. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on 17th December, 2016. A person who is not a Member as on 17th December, 2016 should treat this Notice as for information purposes only.
4. Notice of Postal Ballot is being sent by email to those Members who have registered their e-mail addresses with the Company or with the Depository Participant (“**DP**”) unless any Member has requested for a physical copy of the same. Members who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link www.fairchem.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., the Registrar and Transfer Agents of the Company. The Notice, along with requisite annexure(s), Postal Ballot Form and postage prepaid Business Reply Envelope, is also being sent in physical form by permitted mode to all Members.
5. No other form or photocopy of the form is permitted.
6. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 22nd January, 2017 at 5.00 pm. (I.S.T), to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
7. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s. Central Depository Services (India) Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of by physical mode. E-voting is optional for the Members. The Members who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the link www.fairchem.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., the Registrar and Transfer Agents of the Company.
8. The Postal Ballot Notice is placed in the ‘Investor Relations’ section on the Company’s website : www.fairchem.in and on the e-voting website of CDSL, i.e. www.evotingindia.com.
9. Members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If the Member is opting for e-voting, then they must not vote by Ballot Form and vice versa. However, in case the Members cast their vote by Ballot Form and e-voting, then the voting done through e-voting shall prevail and voting done through Ballot Form by post will be treated as invalid.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to cs@adifinechem.com or ahmedabad@linkintime.co.in. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid addressed Business Reply Envelope to the Member.
12. Members desiring to exercise vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed business reply envelope to the



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Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted. Assent / Dissent received after 22nd January, 2017 at 5.00 p.m. would be strictly treated as if reply from the Member(s) has not been received. No other Form or photocopy thereof is permitted.

13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Members on the cut-off date, i.e. 17th December, 2016.
14. The particulars as required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including the date of completion of dispatch of notices of the 'Postal Ballot Notice' and 'Explanatory Statement' along with the postal ballot papers shall be published through an advertisement in the following newspapers: (i) "Free Press Journal" in the English language and "Navshakti" in the Marathi language, both having circulation in Mumbai and (ii) "The Indian Express" English daily (Ahmedabad Edition) and "Divya Bhaskar" Gujarati Daily (Ahmedabad Edition), both having circulation in Ahmedabad.
15. The e-voting period will commence on Saturday, 24th December, 2016 at 9.00 am. (IST) and end on Sunday, 22nd January, 2017 at 5.00 pm. (IST) (both days inclusive). During this period, Members of the Company holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module will be disabled for voting on 22nd January, 2017 at 5.00 pm. IST. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
16. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
17. The date of declaration of results of the postal ballot i.e. on or before Wednesday, 25th January, 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
18. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at 5:00 p.m. at the Corporate Office of the Company situated at 1st Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road, Off S.G. Road, Ahmedabad - 380 059 on or before Wednesday, 25th January, 2017 and the same will be placed on the website of the Company at www.fairchem.in and on CDSL website at www.cdslindia.com.
19. The Board of Directors has appointed the Company Secretary as the person responsible for the entire postal ballot process.
20. All relevant documents referred to in the above Notice and other documents required to be kept open for inspection are open for inspection by Members of the Company at the Registered Office of the Company at 324, Dr. D. N. Road, Fort, Mumbai, 400 001, Maharashtra and the Corporate Office of the Company at 1st Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road, Off S.G. Road, Ahmedabad - 380 059, during working hours on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.
21. The instructions for Members for e-voting are as under:⁵
 - (i) The voting period begins on Saturday, 24th December, 2016 at 9.00 am. (IST) and end on Sunday, 22nd January, 2017 at 5.00 pm. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Bank Details demat account or in the company records in order to login. If both the details are not recorded OR Date of Birth with the depository or company please enter the member id / folio number in the Dividend Bank (DOB) details field as mentioned in instruction (iv).



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN No. 161221009 for ADI FINECHEM LIMITED (former name of Fairchem Speciality Limited) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors,

For FAIRCHEM SPECIALITY LIMITED,

Sd/-

Rajen Jhaveri

Chief Financial Officer & Company Secretary

M. No.: ACS 6615

Registered Office:

324, Dr. D. N. Road, Fort,

Mumbai – 400 001,

Maharashtra.

Date: 20th December, 2016



FAIRCHEM SPECIALITY LIMITED

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Company has received requests from Bimalbhai Dashrathbhai Parikh and Hemantbhai Navinchandra Shah, promoters of the Company, for reclassifying them as 'public shareholders' under Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said promoters have also communicated their intention to resign from the directorship of the Company and will initiate the necessary steps in this regard.

Accordingly, the Board of Directors of the Company has, subject to the approval of the shareholders of the Company, as well as approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authorities concerned, approved the reclassification of the aforesaid promoters to "public shareholders". Post completion of the proposed re-classification, the shareholding of the Company will be as set out below:

[A] Pre-re-classification Shareholding Pattern

No.	Category of shareholding	Number of Equity Shares	% to total
1	Promoters	86,58,074	62.77 %
2	Public	51,35,926	37.23 %
	Total	1,37,94,000	100.00 %

[B] Post-re-classification Shareholding Pattern

No.	Category of shareholding	Number of Equity Shares	% to total
1	Promoters	77,48,074	56.17 %
2	Public	60,45,926	43.83 %
	Total	1,37,94,000	100.00 %

Note : The existing shareholding of (a) Shri Bimalbhai Parikh group is 4,05,000 equity shares and includes shareholding of companies owned / controlled by him and (b) Shri Hemantbhai group is 5,05,000 equity shares and includes shareholding of his son.

Hence the Board of Directors recommends the resolutions stated in the notice for the consideration and approval of the shareholders of the Company, by way of an Ordinary Resolution, through Postal Ballot.

[Copies of the request letters received from Bimalbhai Dashrathbhai Parikh and Hemantbhai Navinchandra Shah for the proposed re-classifications are available for inspection by the members during working hours on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.]

Save and except Bimalbhai Dashrathbhai Parikh and Hemantbhai Navinchandra Shah, none of the Directors of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution. None of the Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

Your approval is sought by voting in postal ballot (either by ballot form or through e-voting) in terms of the provisions of the section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The postal ballot form and pre-paid Business Reply envelope bearing the name of scrutinizer are attached.

By Order of the Board of Directors,

For FAIRCHEM SPECIALITY LIMITED,

Sd/-

Rajen Jhaveri

Chief Financial Officer & Company Secretary

M. No.: ACS 6615

Registered Office:

324, Dr. D. N. Road, Fort,

Mumbai – 400 001,

Maharashtra.

Date: 20th December, 2016



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FAIRCHEM SPECIALITY LIMITED

(Formerly known as **ADI FINECHEM LIMITED**)

Regd. Office: 324, Dr. D.N. Road, Fort, Mumbai - 400 001, INDIA
Corporate Office: 1st Floor, 2, Sigma Corporates, B/h H.O.F. Living, Sindhu Bhavan Road, Off. S. G. Road, Ahmedabad-380 059. Gujarat, India
Ph.: (079) 29701675 **Email:** info@fairchem.in
Website: <http://www.fairchem.in> **CIN:** L15140MH1985PLC286828

POSTAL BALLOT FORM

Postal Ballot Form No.

1. Name and Registered Address of the Sole / First Named Member (IN BLOCK LETTER)	
2. Name(s) of the Joint Member(s) if any (IN BLOCK LETTERS)	
3. Registered Folio Number / DP ID No / Client ID No. (Applicable to investors holding shares in dematerialized form)	
4. Number of Equity Share(s) held	
5. I / We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 20th December, 2016 by recording my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:	

Item No.	Descriptions	No. of Equity Share(s) for Which Votes Cast	I/We assent to the Special Resolution (For)	I/We dissent to the Special Resolution (Against)
1.	To approve Re-classification of Bimalbhai Dashrathbhai Parikh and Hemantbhai Navinchandra Shah as 'public shareholders			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING

The e-voting facility is available at the link <http://www.evotingindia.com>. The e-voting particulars are set out as follows:

EVSN (Electronic Voting Sequence Number)	User ID	Your PAN / Sequence No.
161221009		

- Please send your postal ballot form in the envelope enclosed herewith.
- Please read the instructions printed overleaf carefully before exercising your vote.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is Sunday, January 22, 2017.

The e-voting facility will be available during the following voting period

Commencement of e-voting	End of e-voting
December 24, 2016 at 09.00 A.M. IST	January 22, 2017 at 05.00 P.M. IST

De-promotersation

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts has been set out above.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated 20th December 2016 is being determined through Postal Ballot including facility of E-voting through CDSL platform.
3. The Board has appointed Mr. Uday Dave of M/s. Parikh Dave & Associates, Practicing Company Secretaries (Membership No. FCS: 6545) as the Scrutinizer for the purpose of conducting business through Postal Ballot.
4. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it directly to the Scrutinizer in the attached preprinted self-addressed envelope. No postage is required to be paid by the Shareholder as the prepaid self-addressed postal envelope is enclosed. Envelope containing Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/ registered post at the expense of the registered Shareholder, shall also be accepted by the Company.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing tick mark (✓) in both the column will render the form invalid.
6. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours 5:00 P.M. on Sunday, 22nd January, 2017. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
8. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the Specimen Signature registered with the Company) by first named Shareholder and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual members, this form should be signed by an authorized signatory whose signature is already registered with the Company/Depository Participant.
9. In case of shares held by Companies, Trust, Societies etc., duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
10. If any extraneous paper is found in such envelop the same would not be considered by the Scrutinizer and would be destroyed.
11. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence to the Managing Director or in his absence to Chief Financial Officer and Company Secretary of the Company after completion of the scrutiny of the postal ballots including votes casted electronically. The result of the voting on the resolutions will be announced on or before 25th January 2017 and displayed at the Registered Office of the Company and also communicated to the stock exchanges and shall also be posted on the website of the Company at www.fairchem.in.

E-VOTING – The Company is pleased to provide e-voting facility as an alternative for members of the Company to enable them to cast their vote electronically instead of through physical postal ballot. In case a member has voted through e-voting facility, he/she need not send the physical postal ballot form. In case a member votes through e-voting facility as well as sends his/her vote through physical vote, the votes cast through e-voting shall only be considered and the voting through physical postal ballot shall not be considered by the scrutinizer. Members are requested to refer to the Postal Ballot Notice and Explanatory Statement along with notes for detailed instructions with respect to electronic voting.